



Phillips Lytle LLP

Marlene Dortch, Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

June 21, 2018

Re: WC Docket No. 18-178 -- Supplement to Joint Application of ZenFi Networks, Inc. and Cross River Fiber LLC for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Transfer Control

Dear Secretary Dortch:

ZenFi Networks, Inc and Cross River Fiber LLC (collectively, the “Applicants”), by their undersigned counsel, hereby submit this supplement to their Joint Application filed on May 25, 2018 in the above-referenced docket. As requested by Commission Staff, Applicants supplement the Joint Application as follows:

1. What services do ZenFi and CRF provide, and in which geographic areas do they provide them? Are there any overlaps or adjacencies among the geographic areas served by ZenFi and CRF?

ZenFi currently offers access to its network of “dark” fiber optic facilities on a leased and indefeasible right of use (“IRU”) basis. ZenFi’s customers are primarily wireless and wireline telecommunications carriers that use the ZenFi fiber optic network for transmission of traffic within the carriers’ networks in New York City.

CRF also provides its customers “dark” fiber optic facilities on a leased and IRU basis. In addition, CRF provides point-to-point wavelength transport services, Ethernet services, “lit” fiber services, and Internet access to business/enterprise customers and to telecommunications carriers. CRF’s fiber network is limited to New Jersey and Rockland County, New York.

There are no overlaps of the fiber networks of ZenFi and CRF, except for one mile in Weehawkin, NJ. ZenFi’s “dark” fiber network is located entirely within New York City, except for a 1 mile section of the ZenFi network in New York City that crosses the Hudson River to Weehawken, NJ.

ATTORNEYS AT LAW

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The information above and the charts attached hereto are provided to supplement and clarify the description of Applicants' services in Section II of Applicant's May 25, 2018 Joint Application.

2. Who are the 10% or greater shareholders of ZenFi? Post-consummation, who will hold a 10% or greater share of the new entity?

Pre-closing, the following individuals hold an interest of 10% or greater of the equity of ZenFi:

Raymond LaChance - 24.75%
Victoria H. (O'Kane) Lamberth - 11.55%
Alexander O'Kane - 16.50%
Hugh R. O'Kane - 12.54%
John J. O'Kane - 12.54%

Post-consummation, only the following individuals will hold an equity interest of 10% or more in the new entity, ZenFi Networks, LLC:

Raymond LaChance -14.21%
Ridgemont Equity Partners I, LP - 12.21%
Ridgemont Equity Partners I-B, LP - 15.49%
No individual O'Kane/Lamberth family member or trust will hold an equity interest of 10% or more in ZenFi Networks, LLC.

Ridgemont Equity Partners I, LP, and Ridgemont Equity Partners I-B, LP are controlled by Ridgemont Equity Management I, LLC. Ridgemont Equity Management I, LLC is controlled by a Management Committee of the following members (all of whom are U.S. citizens): J. Travis Hain; Walker Poole; Robert Sheridan; John Shimp; Robert Edwards; and George Morgan. The partners of Ridgemont Equity Management I, LLC are J. Travis Hain; Walker Poole; Robert Sheridan; John Shimp; Robert Edwards; George Morgan; Jack Purcell; Donny Harrison; Scott Poole and Ed Balogh (all of whom are U.S. citizens).

Post-consummation, ZenFi Networks, LLC will be controlled by a board of seven managers, which is not controlled by any one person or entity. Rather, the ZenFi board of managers



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will be comprised of three minority voting blocks: Mr. LaChance; three managers appointed by the O'Kane/Lamberth family; and three managers appointed by Ridgemont Equity Partners I, LP and Ridgemont Equity Partners I-B, LP. In general, actions of the board of managers will be decided by a majority vote; however, certain significant decisions will be permitted only with the approval of at least two (2) of the three (3) voting blocks (with each block voting separately by vote of the majority of units held by members of that block).

The charts attached to the May 25, 2018 Joint Application included the above 10% equity holder individuals (and their related trusts). Attached hereto are charts that do not include the trusts associated with such individuals, as no trust (as a separate equity holder) owns more than 10% of the equity, either pre- or post-transaction.

3. Do any of the owners of 10% or more of the equity of ZenFi Networks, LLC also hold a 10% or more equity interest in any other telecommunications service provider(s)?

No.

Please do not hesitate to contact me if you have any questions regarding this supplement.

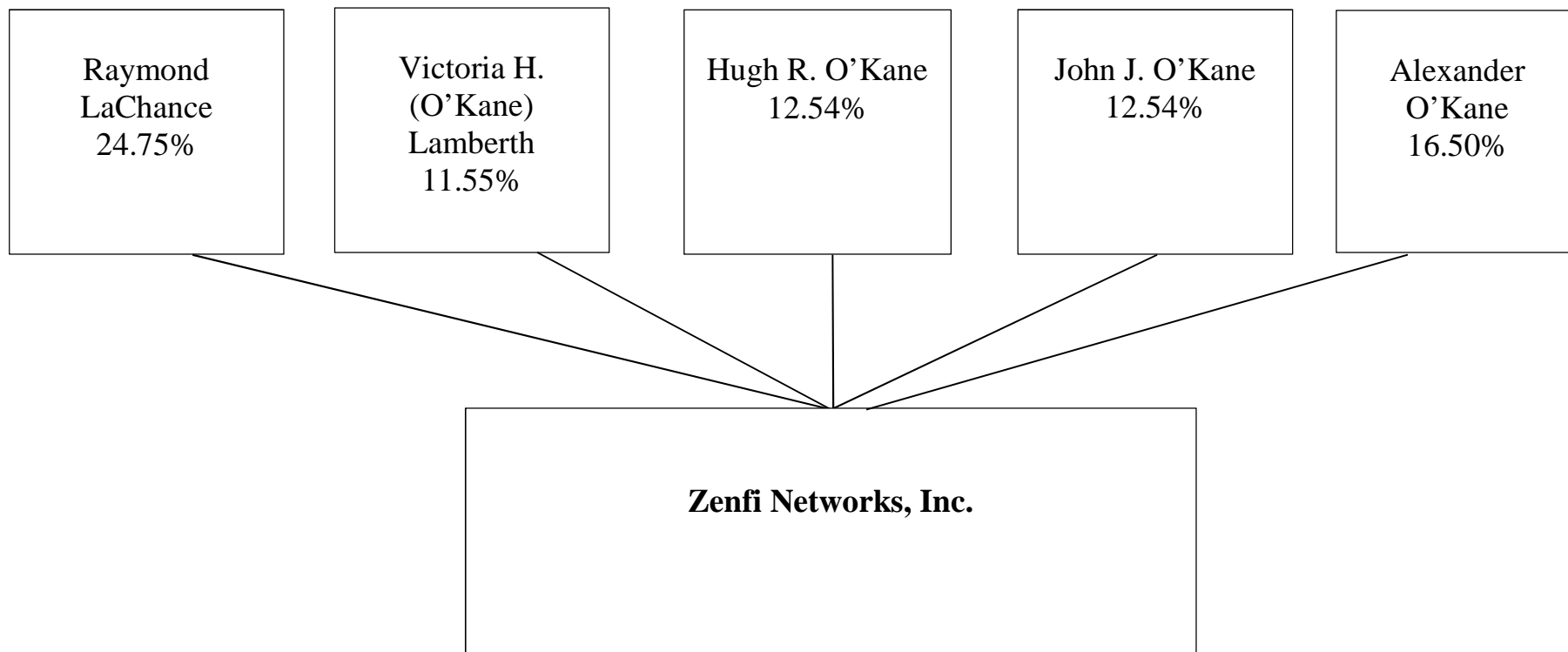
Respectfully submitted,

Phillips Lytle LLP

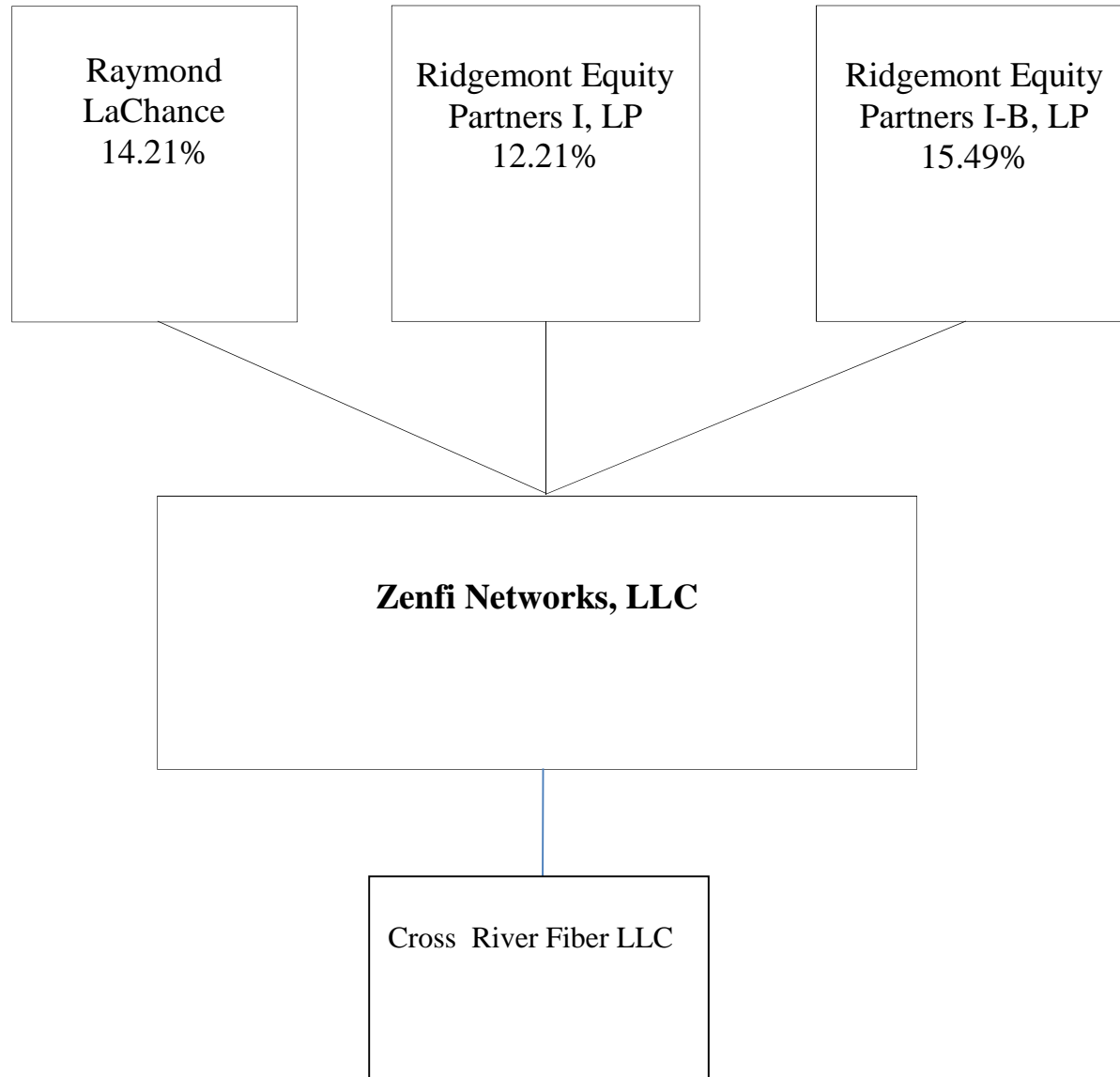
By 
Mary E. Burgess
Attachments

cc: Gregory Kwan

Doc #06-125324.1



Before



After